

RECORDATION NO.

17913-S

FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 301
WASHINGTON, D.C.
20036

MAR 14 '12 -8 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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March 14, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: GATX Rail Trust No. 92-1B

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of February 13, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 17913.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company (not in its individual capacity, but solely as trustee)
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Indenture Trustee: The Bank of New York Mellon Trust Company, N.A. (successor in interest to J.P. Morgan Trust Company, N.A., successor to Bank One Trust Company, N.A.)
2 North LaSalle Street
Chicago, IL 60602

Section Chief
March 14, 2012
Page 2

A description of the railroad equipment covered by the enclosed document is:

2 railcars RELEASED: GACX 56835 and GACX 56974.

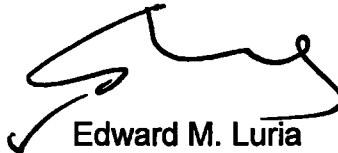
A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

MAR 14 '12 -8 00 AM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1B (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Corporation, successor by merger to GATX Financial Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 056835 and GACX 056974 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

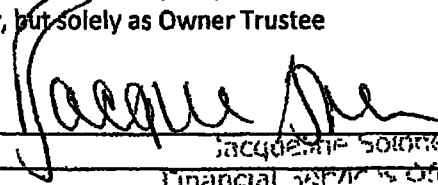
The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: February 13, 2012

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By:

Title:


Jacqueline Solarte
Financial Services Officer

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to JPMorgan Trust Company, N.A., successor-in-interest to Bank One, National Association, not in its individual capacity, but solely as Indenture Trustee

By:

Title:

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1B (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Corporation, successor by merger to GATX Financial Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 056835 and GACX 056974 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: February 13, 2012

Wilmington Trust Company, not in its individual
capacity, but solely as Owner Trustee

By: _____
Title: _____

The Bank of New York Mellon Trust Company, N.A.,
successor-in-interest to JPMorgan Trust Company, N.A.,
successor-in-interest to Bank One, National Association,
not in its individual capacity, but solely as Indenture
Trustee

By: 
Title: VICE PRESIDENT

State of Delaware

)

) SS:

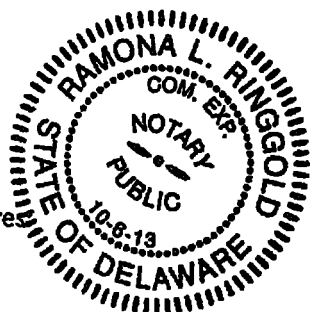
County of New Castle

)

On the 8 day of March, 2012, before me personally appeared Josephine Brown, to me known, who being by me duly sworn, say that (s)he is a Financial of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires



Ramona L. Ringgold
Notary Public

RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-08-2013

State of Illinois

)

) SS:

County of Cook

)

On the ____ day of _____, 2012, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2012, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of Wilmington Trust Company, that said Instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 1st day of February, 2012, before me personally appeared R. TARNAS, to me known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



T. Mosterd
Notary Public

[Notarial Seal]

My commission expires: 1/22/2013

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 3/14/12

Edward M Luria
Edward M. Luria